FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB	APP	RO	VAL

OMB Number: 3235-0076 Expires: May 31, 2005

Estimated average burden hours per response . . . 16.00

SEC USE ONLY							
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Name of Offering (check if thi	s is an amendment and name has changed, and ir	ndicate change.)	A Friend
RMC Legacy, LP Offering of Te	nant in Common Interests in a parcel of prope	erty.	
Filing Under (Check box(es) that a	pply): ☐ Rule 504 ☐ Rule 505 🗷 Rule 506	Section 4(6) ULÓ	Ĕ 🦠
Type of Filing: New Filing	☐ Amendment		
	A, BASIC IDENTIFICATION D	ATA	Superior Constitution
1. Enter the information requested			
Name of Issuer (check if this is	s an amendment and name has changed, and indi	cate change.)	On the state of
RMC Legacy, LP			
Address of Executive Offices 5944 Luther Lane, Suite 501, Da	(Number and Street, City, State, Zip Coollas, Texas, 75225	de) Telephone Number (Inclu (214) 369-6192	ding Area Code)
Address of Principal Business Ope (if different from Executive Office	rations (Number and Street, City, State, Zip Coos) Same as Executive Offices	de) Telephone Number (Inclu Same	ding Area Code)
Brief Description of Business The issuer is a limited partnersh	ip formed to operate and issue tenant in comn	non interests in a parcel of p	property.
			<u></u>
Type of Business Organization			Sing the state of the
☐ corporation	limited partnership, already formed	—	in an air file.
☐ business trust	☐ limited partnership, to be formed	☐ other (please specify)	
Actual or Estimated Date of Incorp] ■Actual □ Estimat	ted
Jurisdiction of Incorporation or Or	ganization: (Enter two-letter U.S. Postal Service CN for Canada; FN for other foreign		TX

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form, Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2/99)

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity Securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☑ General and/or Managing Partner Full Name (Last name first, if individual) RMC Legacy GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 5944 Luther Lane, Suite 501, Dallas, Texas, 75225 Beneficial Owner Executive Officer ☐ Director ☐ General and/or Crowe, R. Maurice Jr. Managing Partner Full Name (Last name first, if individual) 5944 Luther Lane, Suite 501, Dallas, Texas 75225 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Erhart, Babara A. Managing Partner Full Name (Last name first, if individual) 5944 Luther Lane, Suite 501, Dallas, Texas, 75225 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Promoter ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Beneficial Owner ☐ Executive Officer

☐ Director ☐ General and/or

Managing Partner

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ Promoter :

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:

Full Name (Last name first if individual)

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Business or	Residence	Address ((Number a	and Street,	City, State	, Zip Code	e)					
1220 28th A	venue Nor	th, Fargo	, North E	akota								
Name of As	sociated B	roker or D	Dealer									
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Full Name (first, if in	dividual)									
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Business or			•	•	• .	, Zip Code	e)					
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Business or	Residence	Address	(Number a	nd Street,	City, State	, Zip Code	e)						
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list the	name of th	e broker	or dealer.	If more the	an five (5)	persons to	be listed					
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		Address	(Number a	and Street	City State	Zin Code		·				<u>,</u>
	Business or Residence Address (Number and Street, City, State, Zip Code) 527 Illinois Avenue, St. Charles, Illinois 60174											
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Hass. Chris		•	,									
Business or		Address	Number a	nd Street,	City, State	, Zip Code	e)					
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[IL]	[IN]	[IA]	[KS]		[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last name	first, if in	dividual)									
DeLao, Cha	arles											
Business or	Residence	Address (Number a	nd Street,	City, State	, Zip Code	e)					
4420 Hotel				Diego, Ca	lifornia 9	2108						·····
Name of As	sociated B	roker or E)ealer									
Financial V												
States in Wh (Check "A					ds to Solic							☐ All States
[AL]	[AK]	[AZ]	[AR]		[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

				B. INF	ORMATI	ON ABO	UT OFFI	RING				
6 Has th	e iccuer co	ld or does	the iccue	intend to	sell, to nor	-accredite	d investor	e in this o	ffering?			Yes No □ ⊠
0. 11as ui	c issuel so	ia, or aces			n Appendi					••••••	••••••	
2 What i	ia tha mini				ccepted fro							\$ 300,000
Z. What	is the min	mum mves	sunem ma	i wili be at	cepted no	in any ma	iviuuai?		***************************************	•••••		Yes No
3. Does t	he offering	g permit jo	int owners	ship of a si	ngle unit?	••••••			***************************************			
					who has bee							
					rchasers in broker or							
					an five (5)							
				ation for the	at broker or	dealer on	y.				····	
Full Name (Potter, Pag		first, if in	dividual)									
		A ddmaga (Numbere	nd Stroot	City State	Zin Code						
Business or					•	, Zip Code	=)					
809 10 th Av				Minneso	ta 56377							
	Socialed D	TOKET OF L	calei						-			
Sigma States in W	hich Person	n Listed H	as Solicite	ed or Inten	ds to Solic	it Purchase	ers		-			
							••••		•••••			☐ All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]		[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (•	first, if in	dividual)									
Cederberg,		***										
Business or	Residence	Address (Number a	nd Street,	City, State	, Zip Code	e)					
1009 Morro Name of As				Obispo, C	alifornia !	93401						
United Secondary States in Wi				nd or Inten	de to Solie	it Durchase	ore			 -		
												☐ All States
[AL]	[AK]	[AZ]	[AR]		[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (Last name	first, if in	dividual)									
Business or	Residence	Address (Number a	nd Street,	City, State	, Zip Code	•)					
												
Name of As	sociated B	roker or D	ealer									
C4-4 1 117		7 177	6 11 11	1 Y.	1							
States in Wi					ds to Solici							☐ All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	aneady exchanged.	Aggregate		Αı	nount Already
	Type of Security	Offering Price	2	,	Sold
	Debt	\$	-	\$	
	Equity	\$	_	\$ \$	
	□ Common □ Preferred		_	-	·
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests		•	- \$	
	Other (Specify – Tenant In Common Interests)			\$_	9,630, 173
	Total				9,630, 173
	Answer also in Appendix, Column 3, if filing under ULOE.	Ψ 27,236,23C		_	7,030, 173
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number Investors		I	Aggregate Dollar Amount of Purchases
	Accredited Investors	33		\$	9,630, 173
	Non-accredited Investors	0	_	\$	
	Total (for filings under Rule 504 only)		-	\$	
	Answer also in Appendix, Column 4, if filing under ULOE.		-	_	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.				
		Type of			Dollar Amount
	Type of offering	Security			Sold
	Rule 505		_	\$_	
	Regulation A			\$_	
	Rule 504		_	\$_	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$_	0
	Printing and Engraving Costs			\$_	0
	Accounting Fees			\$	0
	Legal Fees	• • • • • • • • • • • • • • • • • • • •		\$	
	Engineering Fees			<u> </u>	0
	Sales Commissions (specify finders' fees separately) (selling/wholesale commissions)		<u> </u>	\$	784,858
	Other Expenses (identify) managing broker/dealer fee and diligence fee		×	\$ \$	111,459
	Total		E	φ_ -	896.317
				Ψ_	<i>U7U,-717</i>
	9 of 13				

	C. OFFERING PRICE, NUMBE	R OF INVESTORS, EXPENSES AND	USE OI	PROCEEI	os ·	
	b. Enter the difference between the aggregate of tion 1 and total expenses furnished in response the "adjusted gross proceeds to the issuer."	to Part C - Question 4.a. This difference	e is	×	\$ 21	3,341,933
5.	Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amount estimate and check the box to the left of the estimate adjusted gross proceeds to the issuer set fort	ount for any purpose is not known, furnishate. The total of the payments listed must e	h an qual ve.	ayments to		
			D	Officers, irectors, & Affiliates	F	Payments To Others
	Salaries and fees		□\$		□\$_	0
	Purchase of real estate		E \$_2	7,550,000	□\$_	0
	Purchase, rental or leasing and installation	of machinery and equipment	□\$	0	□\$_	0
	Construction or leasing of plant buildings	and facitlities	□\$	0	□\$	0
	Acquisition of other businesses (including offering that may be used in exchange for	the assets or securities of another			 .	
	issuer pursuant to a merger)		□\$	0	□\$_	0
	Repayment of indebtedness		□ \$	0	□\$	0
	Working capital		□ \$	0	□\$_	0
	Other (specify): Total Financing and acqu	isition costs	□\$	0	E \$_	525,500
			□\$	0	□\$_	0
	Column Totals		⊠ \$_2	7,550,000	× \$	525,500
	Total Payments Listed (column totals adde	ed)		≥ \$ 28,	075,00	0_
<i></i>						
32.10	D. Carlotte and C. Carlotte an	. FEDERAL SIGNATURE				T. Carlotte
follo	issuer has duly caused this notice to be signed by wing signature constitutes an undertaking by the it tof its staff, the information furnished by the issuer	ssuer to furnish to the U.S. Securities and	Exchang	ge Commissio	on, upo	n written re-
	r (Print or Type)	Signature		Date		
RM	C Legacy, LP	P		June =	2 005	5
Nan	e of Signer (Print or Type)	Title of Signer (Print or Type)		<u> </u>		
R. N	laurice Crowe, Jr.	Manager M				

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TF		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Estat					FAS.404,78.80	SALES OF THE
		E. STATE SI	GNATURE.			
1.	Is any party described in 17 CFR 230.262 prese of such rule?	•		• .	Yes	No ⊠
			5, for state response.			
2.	The undersigned issuer hereby undertakes to fur Form D (17 CFR 239.500) at such times as requ		-	state in which this notice is filed	, a noti	ce on
3.	The undersigned issuer hereby undertakes to fur issuer to offerees.	nish to the state	administrators, upon	written request, information furn	ished t	y the
4.	The undersigned issuer represents that the issuer Limited Offering Exemption (ULOE) of the state of this exemption has the burden of establishing	e in which this no	otice is filed and under	stands that the issuer claiming th		
	issuer has read this notification and knows the corsigned duly authorized person.	ontents to be true	e and has duly caused	this notice to be signed on its be	ehalf b	y the
Issu	er (Print or Type)	Signature		Date		
RM	C Legacy, LP	0	W C	June, 200	5	
Nan	ne (Print or Type)	Title (Print or	Ty pe)			
R. N	Maurice Crowe, Jr.	Manager	Come	•		
v .						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

2		3	4					5	
to non-a investor	ccredited s in State	Type of security and aggregate offering price offered in State (Part C-Item1)	Type of investor and Amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
		TIC	Number of Accredited		Non-Accredited				
Yes	No	Interests	Investors	Amount	Investors	Amount	Yes	No	
					,		 		
				<u> </u>					
	X	interests; \$29,238,250	20	\$6,539,119				X	
			A.S						
_									
	X	Tenant in common interests; \$29,238,250	1	\$529,000				X	
	Х	Tenant in common interests; \$29,238,250	2	\$188,370				X	
	X	Tenant in common interests: \$29,238,250	2	\$303,000				X	
		Tenant in common						X	
		Tenant in common						X	
	A	micresis, \$29,238,230	ı	\$500,000					
	Intend to non-a investor (Part E	Intend to sell to non-accredited investors in State (Part B-Item1) Yes No X	Intend to sell to non-accredited investors in State (Part B-Item1) Yes No TIC Interests X Tenant in common interests; \$29,238,250 Tenant in common interests; \$29,238,250	Intend to sell to non-accredited investors in State (Part B-Item1) Yes No Interests Tenant in common interests; \$29,238,250 X Tenant in common interests; \$29,238,250 Tenant in common interests	Type of security and aggregate offered in State (Part B-Item1)	Intend to sell to non-accredited investors in State (Part B-Hem1) Yes No Tenant in common interests; \$29,238,250 X S1,300,342	Type of security and aggregate offered in State (Part D-Hem1) TIC Number of Accredited Investors No	Intend to sell to non-accredited investors in the state (Part B-Item) 1 Type of security and aggregate offering price investors in State (Part C-Item) 2	

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item1)		3	-	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
			Type of security and aggregate offering price offered in State (Part C-Item1)	Type of investor and Amount purchased in State (Part C-Item 2)					
State	Yes	No	TIC Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY	,								
NC									
ND									
ОН									
OK									
OR									
PA									
RI									
SC									
SD			-	* · · ·					
TN									
TX									
UT									
VT									
VA		X	Tenant in common interests; \$29,238,250	2	\$470,342				X
WA									
wv									
WI				·					
WY								<u> </u>	
PR				<u></u>					